

ALMINEX

LIMITED

SUITE 1502, 320 BAY STREET
TORONTO, ONTARIO

NOTICE OF MEETING

NOTICE is hereby given that a Special General Meeting and Annual Meeting of the Shareholders of Alminex Limited will be held in the Saskatchewan Room of the Royal York Hotel, Toronto, Ontario, on Monday, the 13th day of May, 1968, at the hour of 11:00 o'clock in the forenoon (Toronto time) for the purpose of:

- (1) considering and if thought fit sanctioning a by-law enacted by the Directors of the Company on the 26th day of January, 1968, increasing the number of the Directors from 5 to 6 of whom 3 shall form a quorum;
- (2) receiving the Annual Report of the Company;
- (3) if the said by-law is duly sanctioned, electing 6 Directors; otherwise electing 5 Directors;
- (4) appointing auditors and authorizing the Board of Directors to fix their remuneration;
- (5) transacting such other business as may properly come before the meeting.

A copy of the Company's Annual Report is enclosed herewith.

If you are not able to attend the meeting, would you kindly detach, sign and return in the envelope enclosed herewith for that purpose the form of proxy attached hereto.

DATED at Toronto this 20th day of March, 1968.

By Order of the Board,

D. G. C. MENZEL,

Secretary.

ALMINEX LIMITED

FORM OF PROXY

The undersigned shareholder of Alminex Limited hereby appoints F. R. Burton, President, whom failing W. F. James, Vice-President, whom failing D. G. C. Menzel, Secretary, as proxy to vote for and on behalf of the undersigned at the Special General and Annual Meeting of the Shareholders of the Company to be held on Monday, the 13th day of May, 1968, and at any adjournment thereof

in favour of against

the sanctioning of the by-law increasing the number of Directors, and otherwise as the said proxy sees fit.

DATED this day of, 1968.

.....
Signature of Shareholder

This proxy is solicited by the Management of the Company.

This proxy will be voted and will be voted in favour of all matters proposed by the Management of the Company unless there is instruction to the contrary, in which case this proxy will be voted in accordance with such instruction.

ALMINEX LIMITED

Information Circular

This Information Circular accompanies the Notice of the Special General and Annual Meeting of the Shareholders of Alminex Limited (herein called the "Company") to be held in the Saskatchewan Room of the Royal York Hotel, Toronto, Ontario, on Monday, the 13th day of May, 1968, at the hour of 11:00 o'clock in the forenoon (Toronto time).

Representation at Meeting

A form of proxy is attached to the notice. **Each Shareholder has the right to appoint a person to represent him at the meeting other than the persons specified in the form. Such right may be exercised by striking out the names of the three specified persons and by inserting the name of the person to be appointed in the space provided therefor.**

The by-laws of the Company provide that "at any meeting of Shareholders, a Shareholder shall be entitled to vote in person or to vote by a proxy duly and sufficiently appointed by an instrument in writing deposited with the Secretary of the meeting prior to the time of voting." Any proper form of instrument of proxy is sufficient.

The Canada Corporations Act (which governs the affairs of the Company) provides that "at all meetings of Shareholders every Shareholder is entitled to give one vote for each share then held by him and such vote may be given in person or by proxy, whether or not such proxy is himself a Shareholder".

A person or company giving a proxy, has power to revoke it at any time before it is acted upon.

Principal Shareholder

As at February 29, 1968 Falconbridge Nickel Mines Limited beneficially owned 3,913,871 shares or 51.2% of the 7,644,161 shares of the Company outstanding at that date.

Management Interest and Cost

The proxy attached to the Notice of Special General and Annual Meeting is solicited by the Management of the Company.

The solicitation is to be made by mail only and the cost thereof will be borne by the Company.

By-law Increasing Number of Directors

The Directors, on the 26th day of January, 1968, enacted the following by-law:

"BE IT AND IT IS HEREBY ENACTED as a by-law of ALMINEX LIMITED (hereinafter called the "Company") that:

1. The number of directors of the Company be and the same is hereby increased from five to six so that the board of directors of the Company shall hereafter be composed of six directors of whom three shall form a quorum.
2. All prior by-laws, resolutions and proceedings of the Company inconsistent herewith are hereby amended, modified and revised in order to give effect to this by-law.

ENACTED this 26th day of January, 1968.

"W. F. JAMES"

VICE-PRESIDENT

c/s

"D. G. C. MENZEL"

SECRETARY

"

The Canada Corporations Act provides that no such by-law is valid or shall be acted upon unless it is sanctioned by at least two-thirds of the votes cast at a special general meeting of the shareholders duly called for considering the same.

Election of Directors

If the by-law increasing the number of Directors is duly sanctioned, the Management of the Company proposes to nominate as Directors of the Company to hold office until the next following Annual Meeting, the following persons:

Name	Principal Occupation or Employment	Date First Elected a Director	Shares Beneficially owned as of March 1, 1968
Dr. F. R. Burton	President of the Company	Nov. 29/51	66,058
Mr. D. R. DeLaporte	Vice-President—Western Minerals Division, Falconbridge Nickel Mines Limited	Jan. 31/68	—
Dr. H. J. Fraser	President and Managing Director, Falconbridge Nickel Mines Limited	Oct. 11/63	5,000
Dr. W. F. James	Partner, Messrs. James, Buffam & Cooper, Consulting Geologists	Nov. 29/51	26,250
Mr. J. N. Stephen	Assistant General Manager of the Company	—	—
Mr. J. B. Webb	Vice-President and General Manager of the Company	Apr. 11/61	52,500

The information as to shares beneficially owned, not being within the knowledge of the Management, has been furnished by each respective nominee.

If the said by-law is not duly sanctioned, the Management of the Company proposes to nominate all of the foregoing persons except Mr. J. N. Stephen.

The principal occupations of Drs. Burton, Fraser and James and Mr. Webb for more than the last five years have been as set forth above. In addition, Dr. James has been a Vice-President of the Company since 1951.

Mr. D. R. DeLaporte was named Vice-President — Western Minerals Division of Falconbridge Nickel Mines Limited in February of 1968. His principal occupation before that date was General Manager of Giant Yellowknife Mines Limited from 1963 to February 1968.

Mr. J. N. Stephen has been Assistant General Manager of the Company since the 1st day of June, 1966. Prior to that date and for more than five years he was a Geologist in the employment of the Company.

Remuneration of Management

The aggregate direct remuneration paid by the Company to the Directors and Senior Officers of the Company during 1967 was \$97,250.

The estimated aggregate cost to the Company in 1967 of all pension benefits proposed to be paid to the said Directors and Senior Officers under the Company's pension plan in the event of retirement at normal retirement age was \$2,319.

In December 1964 each of Dr. F. R. Burton and Mr. J. B. Webb was granted an option to purchase 22,500 shares in the Company at \$3.40 per share. Both options were exercised in full, Dr. Burton's on December 8, 1967 and Mr. Webb's on December 11, 1967. The shares of the Company are traded on the Toronto Stock Exchange and the price range for board lots on that Exchange between November 8, 1967 and December 11, 1967 was \$4.85 low and \$6.60 high.

Appointment of Auditor

Messrs. Thorne, Gunn, Helliwell & Christenson and the predecessor firm, Messrs. Thorne, Mulholland, Howson & McPherson, have been auditors of the Company for more than the last five years.

Other Matters

The Management knows of no matters which will come before the Special General and Annual Meeting except the consideration and if thought fit the sanctioning of the by-law increasing the number of Directors, the receiving of the Annual Report, the election of Directors, and the appointment of auditors. If any other matters come before the meeting, the nominee named in the form of proxy will vote the shares represented thereby as he see fit.

DATED March 20, 1968.

ALMINEX LIMITED

SUITE 1506, 44 KING STREET WEST
TORONTO, ONTARIO

NOTICE OF MEETING

NOTICE is hereby given that the Annual Meeting of the Shareholders of Alminex Limited will be held in the Saskatchewan Room of the Royal York Hotel, Toronto, Ontario, on Monday, the 4th day of May, 1970, at the hour of 10:30 o'clock in the forenoon (Toronto time) for the purpose of:

- (1) receiving the Annual Report of the Company;
- (2) electing Directors;
- (3) appointing auditors and authorizing the Board of Directors to fix their remuneration, and
- (4) transacting such other business as may properly come before the meeting.

A copy of the Company's Annual Report is enclosed herewith.

If you are not able to attend the meeting, would you kindly detach, sign and return in the envelope enclosed herewith for that purpose the form of proxy attached hereto.

DATED at Toronto this 3rd day of April, 1970.

By Order of the Board,

D. G. C. MENZEL,

Secretary.

ALMINEX LIMITED

FORM OF PROXY

The undersigned shareholder of Alminex Limited hereby appoints F. R. Burton, President, whom failing W. F. James, Vice-President, whom failing D. G. C. Menzel, Secretary, as proxy to vote as such proxy in his discretion sees fit for and on behalf of the undersigned at the Annual Meeting of the Shareholders of the Company to be held on Monday, the 4th day of May, 1970, and at any adjournment thereof.

DATED this day of, 1970.

.....
Signature of Shareholder

This proxy is solicited by the Management of the Company.

Unless the printed names of the three persons specified above are struck out this proxy will be voted and will be voted in favour of all matters proposed by the Management of the Company.

ALMINEX LIMITED

Information Circular

This Information Circular accompanies the Notice of the Annual Meeting of the Shareholders of Alminex Limited (herein called the "Company") to be held in the Saskatchewan Room of the Royal York Hotel, Toronto, Ontario, on Monday, the 4th day of May, 1970, at the hour of 10:30 o'clock in the forenoon (Toronto time).

Representation at Meeting

A form of proxy is attached to the notice. **Each Shareholder has the right to appoint a person to represent him at the meeting other than the persons specified in the form. Such right may be exercised by striking out the names of the three specified persons and by inserting the name of the person to be appointed in the space provided therefor.**

The by-laws of the Company provide that "at any meeting of Shareholders, a Shareholder shall be entitled to vote in person or to vote by a proxy duly and sufficiently appointed by an instrument in writing deposited with the Secretary of the meeting prior to the time of voting." Any proper form of instrument of proxy is sufficient.

The Canada Corporations Act (which governs the affairs of the Company) provides that "at all meetings of Shareholders every Shareholder is entitled to give one vote for each share then held by him and such vote may be given in person or by proxy, whether or not such proxy is himself a Shareholder".

A person or company giving a proxy, has power to revoke it at any time before it is acted upon.

Principal Shareholder

As at March 31st, 1970, Falconbridge Nickel Mines Limited, a Canadian mining company, beneficially owned 3,913,871 shares or 51.2% of the 7,645,661 shares of the Company outstanding at that date.

Management Interest and Cost

The proxy attached to the Notice of Annual Meeting is solicited by the Management of the Company.

The solicitation is to be made by mail only and the cost thereof will be borne by the Company.

Election of Directors

The Management of the Company proposes to nominate as Directors of the Company to hold office until the next following Annual Meeting, the following persons:

Name	Principal Occupation or Employment	Date First Elected a Director	Shares Beneficially owned as of March 31st, 1970
Dr. F. R. Burton	President of the Company	Nov. 29/51	56,058
Mr. D. R. DeLaporte	Vice-President—Western Minerals Division, Falconbridge Nickel Mines Limited	Jan. 21/68	—
Dr. W. F. James	Partner, Messrs. James, Buffam & Cooper, Consulting Geologists. Vice-President of the Company.	Nov. 29/51	26,250
Mr. D. R. Lochhead	Vice-President—Nickel Division, Falconbridge Nickel Mines Limited	May 5/69	—
Mr. J. N. Stephen	Vice-President and General Manager of the Company	May 13/68	100
Mr. J. B. Webb	Consultant to the Company	Apr. 11/61	—*

*Each of Mr. Webb and his wife owns 26% of a company which owns 40,000 shares.

The information as to shares beneficially owned, not being within the knowledge of the Management, has been furnished by each respective nominee.

If any one (or more) of the nominees is unable to serve as a director his replacement shall be selected by the nominee named in the form of proxy.

Remuneration of Management

The aggregate direct remuneration paid by the Company to the Directors and Senior Officers of the Company during 1969 was \$72,702.

The estimated aggregate cost to the Company in 1969 of all pension benefits proposed to be paid to the said Directors and Senior Officers under the Company's pension plan in the event of retirement at normal retirement age was \$572.

On May 22, 1969 and May 30, 1969 respectively 1,000 shares and 500 shares of the Company were purchased at \$4.45 per share by employees pursuant to options granted in 1968. The price range for board lots on The Toronto Stock Exchange between April 22, 1969 and May 30, 1969 was \$8.35 high and \$6.25 low.

Appointment of Auditor

Unless otherwise instructed the nominee named in the form of proxy will vote for the reappointment of Messrs. Thorne, Gunn, Helliwell & Christenson who together with the predecessor firm of Messrs. Thorne, Mulholland, Howson & McPherson, have been auditors of the Company for more than the last five years.

Other Matters

The Management knows of no matters which will come before the Annual Meeting except the receiving of the Annual Report, the election of Directors, and the appointment of auditors. **If any other matters come before the meeting, the nominee named in the form of proxy will vote the shares represented thereby as he sees fit.**

DATED April 3rd, 1970.

ALMINEX LIMITED

SUITE 1506, 44 KING STREET WEST
TORONTO, ONTARIO

NOTICE OF MEETING

NOTICE is hereby given that the Annual Meeting of the Shareholders of Alminex Limited will be held in the New Brunswick Room of the Royal York Hotel, Toronto, Ontario, on Tuesday, the 4th day of May, 1971, at the hour of 10:30 o'clock in the forenoon (Toronto time) for the purpose of:

- (1) receiving the Annual Report of the Company;
- (2) electing Directors;
- (3) appointing auditors and authorizing the Board of Directors to fix their remuneration, and
- (4) transacting such other business as may properly come before the meeting.

A copy of the Company's Annual Report is enclosed herewith.

If you are not able to attend the meeting, would you kindly detach, sign and return in the envelope enclosed herewith for that purpose the form of proxy attached hereto.

DATED at Toronto this 1st day of March, 1971.

By Order of the Board,

D. G. C. MENZEL,

Secretary.

ALMINEX LIMITED

FORM OF PROXY

The undersigned shareholder of Alminex Limited hereby appoints F. R. Burton, President, whom failing W. F. James, Vice-President, whom failing D. G. C. Menzel, Secretary as nominee of the undersigned to attend, act and vote for and on behalf of the undersigned at the Annual Meeting of the shareholders of Alminex Limited to be held on Tuesday, the 4th day of May, 1971 and at any adjournment thereof.

The undersigned hereby specifies that the shares registered in the name of the undersigned shall be voted (withheld from voting) in the election of the directors and the appointment of auditors.

Discretionary authority is hereby conferred with respect to amendments or variations to matters that may properly come before the meeting.

DATED this day of , 1971.

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Signature of Shareholder

Each shareholder has the right to appoint a person to attend, act and vote for him and on his behalf other than the three persons designated above and such right may be exercised by striking out the printed names of such three persons and by inserting in the space provided therefor the name of the person to be appointed.

A shareholder may specify that the shares registered in his name shall be withheld from voting in the election of directors and the appointment of auditors by striking out the appropriate words in the second paragraph of the Form of Proxy and by inserting an "X" in the box provided therefor.

Unless the printed names of the three persons designated above are struck out or unless a shareholder specifies that the shares registered in his name shall be withheld from voting or unless instructions or limitations are endorsed hereon, all shares registered in the name of the shareholder will be voted in favour of all matters proposed by management of the Company.

This Proxy is solicited by management of the Company.

ALMINEX LIMITED

Information Circular

This Information Circular accompanies the Notice of the Annual Meeting of the Shareholders of Alminex Limited (herein called the "Company") to be held in the New Brunswick Room of the Royal York Hotel, Toronto, Ontario, on Tuesday, the 4th day of May, 1971, at the hour of 10:30 o'clock in the forenoon (Toronto time).

Representation at Meeting

A form of proxy is attached to the notice. A proxy must be executed by the shareholder or his attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The by-laws of the Company provide that "at any meeting of Shareholders, a Shareholder shall be entitled to vote in person or to vote by a proxy duly and sufficiently appointed by an instrument in writing deposited with the Secretary of the meeting prior to the time of voting." Any proper form of proxy is sufficient.

The Canada Corporations Act (which governs the affairs of the Company) provides in effect that at all meetings of shareholders every shareholder is entitled to give one vote for each share then held by him and such vote may be given in person or by proxy and the person appointed by the proxy need not be a shareholder.

The person or corporation giving a proxy has power to revoke it at any time before it is acted upon. An instrument revoking a proxy shall be executed in the same manner as a proxy and deposited either at the head office of the Company, Suite 1506, 44 King Street West, Toronto at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof or with the chairman of the meeting, or any adjournment thereof.

Principal Shareholder

As at March 1st, 1971, Falconbridge Nickel Mines Limited, a Canadian mining company, beneficially owned 3,913,871 shares or 51.2% of the 7,645,661 shares of the Company outstanding at that date.

Management Interest and Cost

The proxy attached to the Notice of Annual Meeting is solicited by the Management of the Company.

The solicitation is to be made by mail only and the cost thereof will be borne by the Company.

Election of Directors

The Management of the Company proposes to nominate as Directors of the Company to hold office until the next following Annual Meeting, the following persons:

Name	Principal Occupation or Employment	Date First Elected a Director	Shares Beneficially owned as of March 1st, 1971
Dr. F. R. Burton	President of the Company	Nov. 29/51	56,058
Mr. D. R. DeLaporte	Vice-President—Western Minerals Division, Falconbridge Nickel Mines Limited	Jan. 21/68	—
Dr. W. F. James	Partner, Messrs. James, Buffam & Cooper, Consulting Geologists. Vice-President of the Company.	Nov. 29/51	26,250
Mr. D. R. Lochhead	Vice-President—Nickel Division, Falconbridge Nickel Mines Limited	May 5/69	—
Mr. J. N. Stephen	Vice-President and General Manager of the Company	May 13/68	100
Mr. J. B. Webb	Consultant to the Company	Apr. 11/61	—*

*Each of Mr. Webb and his wife owns 26% of a company which owns 40,000 shares.

The information as to shares beneficially owned, not being within the knowledge of the Management, has been furnished by each respective nominee.

If any one (or more) of the nominees is unable to serve as a director his replacement shall be selected by the nominee named in the form of proxy.

Remuneration of Management

The aggregate direct remuneration paid by the Company to its Senior Officers (including those who are also Directors) during 1970 was \$75,450. No remuneration was paid by the Company to the Directors as such.

The estimated aggregate cost to the Company in 1970 of all pension benefits proposed to be paid to the said Senior Officers under the Company's pension plan in the event of retirement at normal retirement age was \$450.

Appointment of Auditors

Unless otherwise instructed the nominee named in the form of proxy will vote for the reappointment of Messrs. Thorne, Gunn, Helliwell & Christenson who together with the predecessor firm of Messrs. Thorne, Mulholland, Howson & McPherson, have been auditors of the Company for more than the last five years.

Other Matters

The Management knows of no other matters which will come before the Annual Meeting except the receiving of the Annual Report, the election of Directors, and the appointment of auditors. **If any other matters come before the meeting, the nominee named in the form of proxy will vote the shares represented thereby as he sees fit.**

Certification

The undersigned hereby certifies that the information given in this proxy Information Circular is true and complete in every respect to the best of his knowledge and belief.

DATED March 1st, 1971.

ALMINEX LIMITED
per "D. G. C. Menzel"
Secretary